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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CAMBRIDGE VILLAGE WEST CONDOMINIUM OWNERS
ASSOCIATIO**

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January 26, 2024

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CAMBRIDGE VILLAGE WEST CONDOMINIUM OWNERS ASSOCIATION,
4301 32ND ST W STE A-20
BRADENTON, FL 34205

SUBJECT: CAMBRIDGE VILLAGE WEST CONDOMINIUM OWNERS ASSOCIATION, INC.
REF: 762503

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Regulatory Specialist II Supervisor

FAX Aud. #: H24000036627

Letter Number: 824A00001761

2024 JAN 29 11:10:08

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IN WITNESS WHEREOF, the undersigned authorized officer of the Association
signed this certificate adopting the Amended and Restated Articles of Incorporation on this
12th day of January, 2024

Cambridge Village West Condominium Owners
Association, Inc.
a Florida not-for-profit corporation

By: Peter J. LaFayette
Print Name: Peter J. LaFayette
Print Title: President

2024 JAN 29 11:03:08

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CAMBRIDGE VILLAGE WEST CONDOMINIUM OWNERS ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be CAMBRIDGE VILLAGE WEST CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association." The principle place of business and mailing address of the corporation is 4301 32nd Street West, Suite A-20, Bradenton, FL 34205, unless otherwise determined by the Board.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as CAMBRIDGE VILLAGE WEST, A CONDOMINIUM, located in the County of Manatee, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and the Condominium Act (Chapter 718, *Florida Statutes*), the Florida Not for Profit Corporation Act (Chapter 617, *Florida Statutes*), as they are amended from time to time.

**ARTICLE III
POWERS**

The Association shall have all of the Condominium Law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and Declaration of Condominium of CAMBRIDGE VILLAGE WEST, A CONDOMINIUM, as amended from time to time, including, but not limited to the following:

1. To make and collect assessments against members as unit owners to defray the cost, expenses and losses of the Condominium and to make special assessments against members as Unit Owners for unpaid fines or for maintenance or repair which is the responsibility of the unit owner.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property which shall include the irrevocable right to access to each unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, or accessible therein or therefrom, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements, or to another unit or units.
4. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members as unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.

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6. To make and amend reasonable rules and regulations respecting the use of the property in the Condominium and for the health, comfort, safety and welfare of unit owners.
7. To approve or disapprove the transfer, mortgage, ownership and leasehold of units in the Condominium, as provided by the Declaration of Condominium and the By-Laws of the Association.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and Regulations for the use of the property in the Condominium.
9. To levy fines for violation of approved condominium rules and regulations, or violations of the provisions of the Declaration, these Articles or the By-Laws, all as set forth in the Declaration and/or By-Laws.
10. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except as are specifically required by the Declaration of Condominium to have the approval of the Directors or the membership of the Association.
11. To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.
12. To pay taxes and assessments which are liens against any part of the Condominium, other than the individual units, unless the individual unit or units are owned by the Association, and the appurtenances thereto, and to assess the same against the unit and the owner of the unit which is subject to such liens.
13. To enter into agreements whereby it acquires leasehold memberships and other possessory or use interest in the lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use benefits of the unit owners.
14. To purchase a unit or units in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.
15. To enter into agreements for construction of recreation facilities, or buildings, or master T.V. antenna or cable, internet, or other telecommunications systems, and other amenities or facilities for the benefit of the unit owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease, or otherwise provide security for the repayment of said funds.

ARTICLE IV MEMBERS

All persons owning a condominium unit of CAMBRIDGE VILLAGE WEST, as evidenced by a duly recorded deed in the Public Records of Manatee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's interest in the title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a unit is owned by a legal entity other than a natural person, the officer, director or other official so designated by such legal entity shall exercise its membership rights.

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**ARTICLE V
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

**ARTICLE VI
INCOME DISTRIBUTION**

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

**ARTICLE VII
EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law. Existence shall commence at the time of filing of these Articles of Incorporation by the Department of State, Florida.

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be at 1401 8th Avenue West, Bradenton, Florida, and the registered agent shall be Richard A. Weller, Esq., until changed by the Association.

**ARTICLE IX
DIRECTORS**

The affairs of the Association shall be managed by a Board of Administration consisting of a number of directors determined by the By-Laws, but not less than three (3) directors nor more than seven (7) directors; however, the Board shall consist of an odd number of directors. Directors shall be members of the Association except as otherwise provided herein.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-Laws. The requirements of the Declaration of Condominium shall be observed in regard to the election of the Directors on the Board.

**ARTICLE X
OFFICERS**

The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board of Administration.

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ARTICLE XI INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful; and, (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article XI.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association as a director, officer, employee, or agent, of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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**ARTICLE XII
INTENTIONALLY LEFT BLANK**

**ARTICLE XIII
BY-LAWS**

The By-Laws of the Association may be amended as set forth in the By-Laws.

**ARTICLE XIV
SUBSCRIBERS**

The names and street addresses of the initial subscribers to these Articles of Incorporation are as follows:

H.C. Green	5718 Manatee Avenue West, Bradenton, Florida 33529
C.M. Rowlett	2414 26 th Street West, Bradenton, Florida 33505
Leonard Wayne	2407 14 th Street west, Bradenton, Florida 33505

**ARTICLE XV
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Corporation, and all rights conferred upon the members herein are granted subject to this reservation, provided however, that no Amendment shall make any changes in the qualification for membership or voting rights of members without the written approval by all members and the joiner of all record owners of the mortgages upon the Condominium. No Amendment shall be made which is in conflict with the Condominium Act of the State of Florida, or the Declaration of Condominium of CAMBRIDGE VILLAGE WEST CONDOMINIUM OWNERS ASSOCIATION, INC.

IN WITNESS WHERE, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 10th day of JANUARY, 2024

Signed by: Peter J. Lafayette
Print Name and Title: Peter J. Lafayette, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Richard A. Weller, having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of such duties.

Dated this 24th day of JANUARY, 2024

By: [Signature]
Richard A. Weller, Esq.